

APPROVED

by Resolution of the Board of Directors
of JSC TransContainer
dated _____, 2008 (Minutes No. _)

Chairman of the Board of Directors

_____ D.K. Novikov

REGULATIONS
on the Strategy Committee
of JSC TransContainer

Moscow

1. General

1.1. These Regulations have been developed in accordance with applicable Russian laws, the Articles of Association of the Center for the Transport of Goods in Containers Open Joint Stock Company ("the Company"), Regulations on the Board of Directors of the Center for the Transport of Goods in Containers Open Joint Stock Company, Corporate Code of Conduct recommended for use in joint stock companies by Order of the Federal Commission for the Securities Market No.421/r of April 4, 2002.

1.2. These Regulations specify the status, tasks, functions and the procedure for election of the Strategy Committee ("the Committee"), the rights and liabilities of the Committee members and the Committee operating procedures.

1.3. The Committee shall be elected by a resolution of the Company's Board of Directors to enhance the performance of the Board of Directors through a prior review of individual issues falling within the competence of the Board of Directors and to prepare recommendations for the Board of Directors.

1.4. The Committee is a consultative body for the Company's Board of Directors. Resolutions by the Committee shall be recommendatory for the Board of Directors.

1.5. The Committee shall be accountable to and supervised by Company's Board of Directors.

1.6. The Committee's work shall be in accordance with applicable Russian laws, the Company's Articles of Association, the Regulations on the Board of Directors, these Regulations and other internal documents of the Company as well as with resolutions adopted by the Company's Board of Directors.

2. Tasks and Functions of the Committee

2.1. The Committee shall seek to ensure effective performance of the Company's Board of Directors by a prior review and preparing recommendations on issues falling within the competence of the Board of Directors as regards identifying the Company's priority areas of activity, designing the Company's strategy and developing proposals for the Company's strategy implementation and supervision.

2.2. To accomplish the tasks assigned, the Committee shall perform the following functions:

2.2.1. Work out proposals concerning the Company's priority areas of activity.

2.2.2. Engage in developing the Company's medium-term and long-term strategies.

2.2.3. Analyze and evaluate the Company's strategy implementation program.

2.2.4. Work out proposals for the updating of the approved strategies of the Company.

2.2.5. Supervise the Company's strategies.

2.2.6. Assess draft budgets (business plans) for conformity with the Company's development strategies.

2.2.7. Preview proposals for joint projects with strategic partners to establish if they are consistent with the Company's development strategies.

2.2.8. Appraise the outcomes of projects and programs implemented within the Company's development strategies.

2.2.9. Preview the following issues falling within the Board of Directors' competence:

- identifying the Company's priority areas of activity;
- approval of the Company's development strategies;
- approval of the Company's annual (quarterly) business plan and budget and the report on execution thereof;
- approval of the Company's investment program;
- opening and winding up the Company's subsidiaries and representations;
- taking decisions as to the Company's participation in other entities, including those regarding a change in participation shares (number of shares), amount of interest and shares and encumbrance of stocks and shares, as well as termination of the Company's participation in other entities.

2.2.10. Control the execution of resolutions and orders by the Board of Directors, as regards the issues pertaining hereunder to the Committee's competence.

The Company's Board of Directors may resolve to submit other issues to the Committee for consideration, on which the Board of Directors needs to have the Committee's opinion.

3. Rights and Liabilities of the Committee Members

3.1. While performing their assigned functions, the Committee members shall be entitled:

3.1.1. To request (through the Committee's Chairman) documents and materials (information) needed for the Committee to perform its functions.

3.1.2. If necessary, to involve experts and specialists having the required expertise, in the Committee's work, with the procedure and terms of such involvement to be determined by the Board of Directors.

3.1.3. To invite the Company's employees approved by the Director General to the Committee meetings, as well as other individuals (members of the other committees at the Company's Board of Directors etc.).

3.1.4. To make proposals concerning the Committee's work schedule.

3.1.5. To include items in the Committee's meeting agenda, as prescribed by these Regulations.

3.1.6. To request that a meeting of the Committee be convened.

3.2. The Committee members shall:

3.2.1. Meet the provisions of applicable Russian laws, the Articles of Association and internal documents of the Company.

3.2.2. Provide the Board of Directors with reasonable recommendations (opinions) concerning the issues within the Committee's competence.

3.2.3. Comply with confidentiality requirements, concerning the received information related to the Committee's work, during their term in the Committee and within 1 (one) year thereafter.

4. Makeup and Election of the Committee

4.1. The number of the Committee members shall be determined by the Board of Directors of JSC TransContainer and shall be no less than 3 persons.

4.2. Individual members of the Committee shall be elected by the Board of Directors from the nominees presented by the members of the Company's Board of Directors.

4.3. The Committee members shall be elected for the term of the Board of Directors which has elected them. A resolution on election shall be carried by a simple majority of votes of the Board of Directors members.

4.4. The Committee members shall meet the following requirements:

- higher education (preferably business education);
- knowledge in the field of management and strategic management;
- at least 3 years' experience in developing and implementing the Company's strategies (key areas of development).

4.5. The powers of the Committee members may be terminated before their term expires by a resolution of the Company's Board of Directors.

4.6. The Chairman and members of the Committee may resign by filing their resignation with the Chairman of the Company's Board of Directors and the Committee Chairman.

The powers of a member of the Committee shall be deemed terminated and the vote of such member of the Committee shall not be considered in determining a quorum and summing up voting results from the date indicated in the resignation

and if no such date has been defined – from the date on which the Chairman of the Company's Board of Directors receives the resignation.

4.7. The Company's Board of Directors shall, within 30 calendar days of receiving a resignation from the Committee member, adopt a resolution on reelection of the Committee.

5. Chairman of the Committee

5.1. The Committee shall be run and managed by the Chairman of the Committee.

5.2. The Committee Chairman shall be elected from among the Committee members by a simple majority of votes of the Board of Directors members.

5.3. The Company's Board of Directors may at any time reelect the Committee Chairman.

5.4. In the absence of the Committee Chairman, his functions shall be performed by the Committee Vice Chairman who shall be elected by a majority of votes of the Committee members at the first Committee meeting.

5.5. The Committee Chairman shall:

5.5.1. Convene and preside scheduled and extraordinary meetings of the Committee.

5.5.2. Approve the agenda of the Committee meetings.

5.5.3. Arrange for the minutes of the Committee meetings to be kept and signed.

5.5.4. Represent the Committee while interacting with the Company's Board of Directors, the other committees at the Board of Directors and the Company's Director General.

5.5.5. Allocate duties to the Committee members.

5.5.6. Elaborate a work plan for the Committee and submit it to the Committee for approval.

5.5.7. Supervise the execution of the Committee's work plan.

5.5.8. Supervise the execution of resolutions passed at the Committee meetings.

5.5.9. Arrange correspondence of the Committee, sign letters, informational requests and other documents on behalf of the Committee, allowing for the rights granted thereto.

6. The Committee Secretary

6.1. The Committee Secretary shall be elected at the proposal of the Committee Chairman during the first Committee meeting.

6.2. The Committee Secretary shall be accountable to the Committee Chairman, shall not be a member of the Committee and shall perform the following functions:

6.2.1. Provide organizational and information support for the Committee.

6.2.2. Develop and submit to the Committee Chairman for approval a draft agenda of the Committee meeting subject to the Committee's work plan and proposals received from the members of the Committee and the Company's Board of Directors, and the Director General.

6.2.3. Provide for preparation and distribution of documents (materials) needed to organize and hold a meeting of the Committee (meeting notice, materials (information) concerning the items on the agenda).

6.2.4. Prepare requests, including those for information (materials) concerning the items on the Committee meeting agenda, to the Company's divisions and replies to letters on behalf of the Committee.

6.2.5. Arrange for the recording on magnetic media of the course of the Committee meetings, including that with the consent of the attending members.

6.2.6. Draw up minutes of the Committee meetings and prepare extracts therefrom.

6.2.7. Ensure distribution of the documents approved by the Committee.

6.2.8. Arrange supervision of the execution of the Committee's resolutions.

6.2.9. Develop the Committee's work plan.

6.2.10. Provide the copies of minutes of the Committee meetings to the Committee members and the Chairman of the Company's Board of Directors.

6.2.11. Develop and maintain the range of issues handled by Committee.

6.2.12. Ensure the execution of orders issued by the Committee Chairman, within the competence of the Committee Chairman.

6.2.13. Provide for the safekeeping of materials related to operation of the Committee and transfer thereof in case the Committee Secretary is reelected.

6.2.14. Perform any other powers provided for in these Regulations.

7. The Committee Rules

7.1. The first meeting of the Committee shall be held within a month of the date of the Board of Directors meeting which elected the Committee.

7.2. Meetings of the Committee shall be held in the form of compresence, subject to the work plan approved by the Committee, but no less than once a quarter, and also at the request of the Company's Board of Directors, Director General and members of the Committee.

The Committee's work plan shall be approved at the first Committee meeting and shall allow for the approved work plan of the Company's Board of

Directors, proposals by the Chairman of the Board of Director, the Company's Director General and members of the Committee.

The agenda of the Company meetings shall be drawn up by the Committee Chairman subject to the approved work plan of the Committee, resolutions by the Company's Board of Directors, proposals by the Chairman of the Company's Board of Director, members of the Committee and the Director General.

The above proposals shall be received by the Committee Chairman no later than 10 working days before the meeting date and shall contain the issue wording and substantiate the need for such issue to be reviewed by a meeting of the Committee, alongside the accompanying materials and information.

A proposal shall be signed by the person who submits it. At the same time, a copy of the proposal with all appendices shall be send by e-mail to the Committee Secretary.

The Committee Secretary shall include the proposed items in the agenda of the next scheduled meeting of the Committee or shall convene an extraordinary meeting of the Committee.

The Committee Chairman may refuse to include an issue in the Committee meeting agenda if the proposed issue does not fall within the Committees' competence.

7.3. A decision on convening ordinary and extraordinary meetings shall be made by the Committee Chairman or his deputy in accordance with the approved work plan of the Committee, taking account of the proposals received.

7.4. A notice of the Committee meeting shall be drawn up and sent to the Committee members not later than 7 calendar days before the meeting date.

The notice shall indicate the date, time and place of the Committee meeting, its agenda and how the materials related to the meeting agenda will be provided to the Committee members.

7.5. Materials and information related to the agenda shall be sent to the Committee members not later than 7 calendar days before the meeting date.

Materials (information) related to the agenda shall include:

- 1) executive summary concerning the items on the meeting agenda;
- 2) draft documents to be agreed or approved by the Company's Board of Directors;
- 3) materials supporting the information contained in executive summaries;
- 4) other information materials concerning the items on the agenda of the Committee meeting.

Agenda-related materials and information shall be sent to the Committee members using one of the following methods: regular mail, fax, e-mail (to the address indicated in the questionnaire) or personal service.

7.6. In case an urgent issue is to be reviewed, the period for convening an extraordinary meeting and sending the materials and information related to the agenda of such meeting may be reduced by a decision of the Committee Chairman.

7.7. When in receipt of a notice of the Board of Directors meeting, of which the agenda contains an item (items) pertaining hereunder to the competence of the Committee, the Committee Chairman shall within 10 calendar days provide for a meeting of the Committee to be convened and held to work out recommendations concerning the said item (items) on the agenda of the Company's Board of Directors meeting.

7.8. A meeting of the Committee shall be prepared by the Committee Secretary.

8. Extraordinary Meeting of the Committee

8.1. An extraordinary meeting of the Committee shall be held by a resolution of the Committee Chairman.

8.2. The individuals entitled under para.7.2 hereof to require holding a meeting of the Committee shall, not later than 10 days before the proposed meeting date, send the Committee Secretary a request for convening an extraordinary meeting of the Committee.

8.3. The Committee Secretary shall make the above request known to the Committee Chairman not later than the next day after its receipt.

8.4. Within 2 (two) days of receipt of an extraordinary meeting request, the Chairman shall resolve either to hold an extraordinary meeting of the Committee or refuse the meeting request.

Such decision shall be sent to the individual requesting a meeting, not later than two days from the date on which such decision is made by the Chairman.

8.5. The Committee Chairman may resolve to refuse an extraordinary meeting request if:

- the items proposed for inclusion in the Committee meeting agenda do not pertain hereunder to the competence of the Committee;
- the agenda item contained in the extraordinary meeting request has already been included in the agenda of the next ordinary meeting of the Committee;
- the deadline for sending an extraordinary meeting request, as specified in para.8.2 of these Regulations, has not been met.

8.6. If it is the Chairman of the Board of Directors who puts in a request for an extraordinary meeting of the Committee, the Chairman shall convene such meeting within 5 (five) working days.

9. Meeting Procedures

9.1. A meeting of the Committee shall be opened by the Committee Chairman.

9.2. The Committee Secretary shall determine if there is a quorum for holding a meeting of the Committee.

9.3. A meeting of the Committee shall be valid (have a quorum) if attended by no less than half of the elected members of the Committee.

Given no quorum, another meeting with the same agenda shall be convened within 5 (five) working days.

9.4. If invited by the Chairman, both the Company's employees and other individuals may attend meetings of the Committee.

9.5. Resolutions shall be carried by a majority vote of the Committee members attending a meeting of the Committee.

Each member of the Committee shall have one vote in handling issues at a meeting. In case of a tie vote, the Committee Chairman shall have a casting vote. A member of the Committee shall not assign his/her vote to another member of the Committee.

9.6. The results of voting on the agenda items at a meeting of the Committee shall be summed up using the vote returns obtained at the meeting.

If a meeting is attended by at least half of the Committee members, written opinions of the absent Committee members shall be taken into consideration in determining the results of voting on the agenda items.

10. Minutes of the Committee Meeting

10.1. Minutes of the Committee meeting shall specify:

- date, place and time of the meeting;
- form of the meeting;
- attending members of the Committee as well as other individuals present;
- presence of quorum;
- agenda;
- items put to the vote and the results of voting thereon;
- resolutions carried.

Minutes of the meeting shall be drawn up within 2 (two) working days of the meeting date.

10.2. Minutes shall be signed by the Chairman (Vice Chairman) and the Secretary of the Committee in two copies. The copies of the signed minutes shall be laced and the Company's seal shall be affixed thereto. One copy of the signed and laced minutes shall within 1 (one) working day after drawing up be provided

to the Secretary of the Company's Board of Directors and the other copy shall be kept in the Committee's archives.

10.3. The Chairman (Vice Chairman) and the Secretary of the Committee shall be liable for correct execution of minutes.

10.4. The Committee Secretary shall within 3 (three) working days of the signing date distribute a copy of the minutes to each members of the Committee.

Minutes of the Committee meetings shall be accessible to all the members of the Committee and the Company's Board of Directors. At a written request of any member of the Committee or the Board of Directors or the Company management, the Committee Secretary shall provide extracts from the Committee meeting minutes.

11. Accountability of the Committee to the Company's Board of Directors

11.1. The Committee shall provide its annual performance statement to the Boards of Directors not later than 45 days of the date of the Annual General Meeting of shareholders.

The statement shall contain details of the Committee's activities throughout the year.

11.2. The Company's Board of Directors shall consider the Committee's statement at the next meeting of the Board of Directors, but no later than one month before the date of the Annual General Meeting of shareholders.

11.3. The Committee's statement shall be presented to the Company's Board of Directors by the Committee Chairman.

11.4. The Company's Board of Directors shall be entitled to assign the Committee to provide an opinion on individual issues. In this case the Board of Directors shall establish a reasonable period for the Committee to carry out its assignment.

11.6. The Company's Board of Directors shall be entitled at any time during the year to require that the Committee submit its report on current activities. The period for preparation and submission of such report shall be determined by the Company's Board of Directors.

12. Financial Support for the Committee

12.1. The Committee's annual budget shall be approved by the Company's Board of Directors within the budget thereof.

12.2. The Committee's costs shall include, in particular, compensation for expenses related to the performance by the Chairman, members and Secretary of the Committee of their respective functions, expenses related to outside consultants (experts) engaged by the Committee, administrative and other expenses as well as remuneration for involvement in the Committee's work and annual fees to the Chairman, members and Secretary of the Committee.

12.3. Determination of the amount of and the procedure for using the Committee's budget for engaging outside consultants (experts) shall be at the discretion of the Committee Chairman.

12.4. The Committee shall execute the Committee budget approved by the Company's Board of Directors and shall be responsible for timely and efficient development of the Committee's budget and intended use of budgetary funds.

12.5. The amount of remuneration and/or reimbursement of the Chairman, members and Secretary of the Committee for expenses shall be defined by the Company's Board of Directors.

13. Final Provisions

13.1. These Regulations shall be approved by the Company's Board of Directors. The Committee shall prepare proposals for making alterations to these Regulations.

13.2. Any alterations hereto shall be made by a resolution of the Company's Board of Directors.
